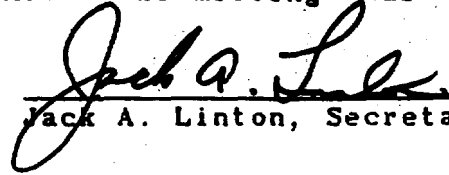


construction permit on the Earl Township Tower site. Dr. Aurandt suggested and Micheal Parker concurred that it would be wise to contact Channel 52 in Trenton regarding the short spacing issue. This will be done in the near future.

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. the meeting was thereupon adjourned.

  
\_\_\_\_\_  
Jack A. Linton, Secretary

Unit # 2262

**Fisher Leasing, Inc.**

Phone (215) 921-2067

**LEASE AGREEMENT**

(215) 921-0261

**LESSEE (and CO-LESSEE, if any):** Cust # 1522  
**Name and Address (include County and Zip Code):** READING, BROADCASTING, INC.  
 TV50-WIVE PRODUCTIONS  
 1729 NORTH 11TH STREET  
 READING, PENNA. 19604

**LESSOR:** and taxes in our name of the vehicle, the Lessor  
**Fisher Leasing, Inc.**  
 4111 Pottsville Pike  
 Reading, PA 19605-1203  
 has arranged this lease and is a Lessor for purposes of the Consumer Leasing Act.

**1. DESCRIPTION OF LEASED VEHICLE:** You (the Lessee and any Co-Lessee) and Lessor (Fisher Leasing, Inc.) agree to your leasing the following vehicle:

Year	Primary Use for Which Leased	Make & Model	Body Type	Vehicle Identification Number
1989	<input type="checkbox"/> Personal, Family or Household <input checked="" type="checkbox"/> Business or Agricultural	CHEVROLET CAVALIER	4-DR. SW	1G1JC8117KJ308791

Describe major items of additional equipment and any service contracts, extended warranties or mechanical repair insurance: including in bankruptcy, repossessing or machinery or you make an assignment for the benefit of creditors, (3) You fail to comply with the terms of the lease, (4) You fail to maintain or repair the vehicle as required by the lease, (5) You fail to answer traffic

**2. INSURANCE.** You will at your expense provide and maintain for the term of this lease Public Liability and Physical Damage Insurance on the leased vehicle covering both you and Lessor. The coverage must be in amounts not less than \$300,000/\$500,000 bodily injury, \$100,000 property damage and physical damage coverage with deductibles not to exceed \$250 for collision and \$100 for comprehensive. No other types of insurance are required by Lessor.

**3. TOTAL PAYMENT DUE AT INCEPTION.** You must pay the following when you sign this lease:

- (a) Capitalized Cost Reduction: Total amount will be added \$500 if the lease is terminated within 12 months, or \$200 if terminated within 24 months. 3 (a) \$ 500.00  
 (b) Trade-in Allowance: 3 (b) \$ 0.00  
 (c) Advance Monthly Payment (First Month): 3 (c) \$ 203.99  
 (d) Refundable Security Deposit: 3 (d) \$ 0.00  
 (e) Title, License and Registration Fees (Subsequent Fees may be Required during Lease Term): 3 (e) \$ 74.00  
 (f) Certificate of Title: 3 (f) \$ 30.00  
 (g) License: 3 (g) \$ 30.00  
 (h) Registration: 3 (h) \$ 24.00

Total Title, License and Registration Fees: 3 (e) \$ 74.00

(i) Sales, Excise or Use Tax (If required to be paid in advance): 3 (i) \$ 712.24

(j) Other (describe): 3 (j) \$ 0.00

(h) Total Payment Due at Inception: 3 (h) \$ 790.23

**4. TOTAL MONTHLY PAYMENT:**

- (a) Fixed Monthly Rental Charges: 4 (a) \$ 203.99  
 (b) Sales or Use Tax: 4 (b) \$ 12.24  
 (c) Other Charges (describe): 4 (c) \$ 0.00  
 (d) Other Charges (describe): 4 (d) \$ 0.00  
 (e) Total Monthly Payment ((a)+(b)+(c)+(d)): 4 (e) \$ 216.23

**5. TOTAL OF MONTHLY PAYMENTS:** DIVISIONS ON BOTH SIDES OF THIS LEASE AGREEMENT: 5 \$ 9,791.52

**6. TOTAL OF OTHER CHARGES PAYABLE TO LESSOR (describe):** 6 \$ 0.00

**7. ESTIMATED TOTAL AMOUNT WHICH WILL BE PAID OVER FULL TERM OF LEASE FOR TITLE, LICENSE, REGISTRATION FEES AND TAXES:**

- (a) Title, License and Registration Fees (Item 3 (c) times number of years of lease term): 7 (a) \$ 146.00  
 (b) Sales, Excise or Use Tax (Item 4 (b) times the number of months of lease term plus Item 3 (f)): 7 (b) \$ 587.52  
 (c) Estimated Total Fees and Taxes: 7 (c) \$ 733.52

**8. TERM OF THIS LEASE.** The term of this lease is 48 months. The first monthly payment of \$ 790.23 is due at inception AUG. 31, 1989 and 47 subsequent monthly payments of \$ 216.23 are due on the 10TH day of each month thereafter.

ATTACHMENT J

Amendment, filed February 3, 1997  
to RBI Application for Renewal

LAW OFFICES

**MULLIN, RHYNE AND TOPEL**  
PROFESSIONAL CORPORATION

1225 CONNECTICUT AVENUE, NW - SUITE 300  
WASHINGTON, D.C. 20036-2604

(202) 659-4700 TELECOPIER (202) 872-0604

February 3, 1997

Mr. William F. Caton, Acting Secretary  
Federal Communications Commission  
1919 M Street, N.W.--Room 222  
Washington, D.C. 20554

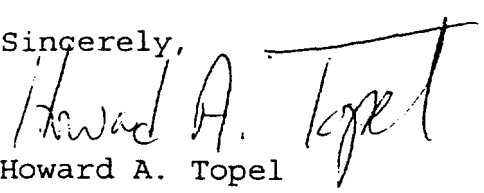
Re: Reading Broadcasting, Inc.  
Commercial Television Station WTVE  
Reading, Pennsylvania  
File No. BRCT-940407KF

Dear Mr. Caton:

Enclosed in triplicate is an amendment to the above-referenced application.

Please communicate with the undersigned counsel for Reading Broadcasting, Inc., if there are any questions.

Sincerely,

  
Howard A. Topel

HAT/jt  
Enclosures

cc: Harry F. Cole, Esq.--w/encl.

**READING BROADCASTING, INC.**  
**1729 NORTH 11TH STREET**  
**READING, PENNSYLVANIA 19604**

Telephone: (610) 921-9181  
Facsimile: (610) 921-9139

December 24, 1996

Secretary  
Federal Communications Commission  
Washington, D.C. 20554

Dear Sir or Madam:

Re: *Reading Broadcasting, Inc.*  
*Commercial Television Station WTVE*  
*Reading, Pennsylvania*  
*File No. BRCT-940407KF*

Reading Broadcasting, Inc., licensee of commercial television station WTVE, Reading, Pennsylvania, herewith amends its above-referenced pending application for renewal of license to report that on November 27, 1996, the corporation issued 125,000 shares of voting new common stock to certain existing shareholders.

In several cases, stock was issued to new shareholders. Linton & Giannascoli P.C. 401(k) Pension Plan is a successor-in-interest to Linton & Gerber, trustees fbo Linton Retirement Plan, and as such, was entitled to exercise the preemptive rights offered shareholders to buy additional shares. It purchased 1,061 shares, or .15% of the total equity of RBI. Larry A. Rotenberg and Alison Rotenberg, husband and wife, who previously had held stock jointly and separately, caused the transfer of that stock to their children, Jonathan Peter Rotenberg, Leah Beth Rotenberg and David A. Rotenberg. Each of these children had issued to them 3,162 shares (David received 3,161) shares, or .45% of RBI (.44% in the case of David). Larry A. Rotenberg still holds 121 shares, or .02% of RBI, for the benefit of David A. Rotenberg under the *Uniform Gift to Minors Act*.

Finally, Nelson H. Long purchased 15,000 shares, or 2.11 of the equity of RBI, through his stock broker, Charles J. Schwab, which company is the holder of record for Mr. Long's benefit under an *Individual Retirement Account* arrangement.

The undersigned, Frank D. McCracken, who was prior to this time a director of the Company, was appointed by the Board of Directors to be a vice president as well. Nelson H. Long has been appointed Chief Financial Officer of RBI.

Attached to this letter is a complete list of the shareholders, their addresses, number of shares held, stock certificate numbers and percentage of ownership of RBI. The stock issued, as is the case

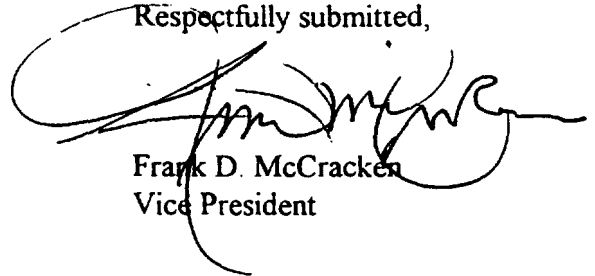
Secretary  
Federal Communications Commission  
December 24, 1996

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with stock previously issued by the Company, carries the right to cast one vote per share, and is the only class of stock issued or authorized.

This amendment has been prepared under the direction of the undersigned, vice president of Reading Broadcasting, Inc.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Frank D. McCracken", is written over the typed name and title.

Frank D. McCracken  
Vice President

Attachment

# READING BROADCASTING, INC., STOCK OWNERSHIP

November 27, 1996

Record	Name	Address	City	State	Zip	Disposition	Position	Share Certifi- cate No.	No. Shares of Record	Pctg Owner- ship of Record
1	Partel, Inc.	22720 S.E. 410th Street	Enumclaw	WA	98022		None	01A	124,402	17.5062%
2	Aurandt, Henry N. & Helen K. TEI	9 Covington Court	Hilton Head	SC	29928		None	02A	17,537	2.4679%
3	Denby, Robert A.	25 Stevens Avenue	West Lawn	PA	19609		None	03A	19,922	2.8035%
4	Cohen, Irvin	1505 Lorraine Road	Reading	PA	19609		Director	04A	12,067	1.6981%
5	Longenecker, Roger N. & L. Carole, TEI	R.D. #1, Box 108	Leesport	PA	19533		None	05A	15,413	2.1690%
6	Tietbohl, Ralph H.	3051 Van Reed Road	Sinking Spring	PA	19608		None	06A	12,874	1.8117%
7	Verbinski, Patricia	1414 Old Mill Road	Wyomissing	PA	19610		None	07A	16,045	2.2579%
8	Clymer, Robert H. and Fay H., TEI	582 Bayvillas Lane	Naples	FL	33963		Director	08A	5,943	0.8363%
9	Proserpi, Sergio and Penelope P., TEI	R.D. #1, Box 90	Reading	PA	19607		None	09A	10,194	1.4345%
10	Mann, David E., Sr., and Barbara W., TEI	1410 Independence Drive	West Lawn	PA	19609		None	13A	9,977	1.4040%
11	Fischer, Edward C. and Noni J., TEI	11 Jeffrey Road	Reading	PA	19604		None	14A	12,121	1.7057%
12	Gerber, Bernard	4 Bobolink Drive	Wyomissing	PA	19610		None	15A	2,338	0.3290%
13	Linton, Jack A. and Nancy A., TEI	57 Winchester Court	Reading	PA	19606		None	16A	2,338	0.3290%
14	Morrow, Catherine Z.	12 Maple Avenue	Shillington	PA	19607		None	17A	5,333	0.7505%
15	Stoudt, Donald E. and Mary Lu., TEI	801 Sledge Avenue	West Lawn	PA	19609		None	18A	1,350	0.1900%
16	VanRoden, Joanne V.	1200 Old Mill Road	Wyomissing	PA	19610		None	19A	3,507	0.4935%
17	Boseov, Albert R.	R.D. #3, Box 3720	Reading	PA	19606		None	20A	3,243	0.4564%
18	Bower, John R. and Jill L.	124 Hawthorne Court	Reading	PA	19610		None	21A	8,014	1.1278%
19	Aurandt, Henry N., Tee fbo Empl'ye Pens. Plan	9 Covington Court	Hilton Head	SC	29928		None	22A	6,331	0.8909%
20	Bank of Pa., Tee fbo Tietbohl Ret. Plan	25 Stevens Avenue	West Lawn	PA	19609		None	23A	1,809	0.2546%
21	Nt Bk Boyerstwn, Tee, Proserpi Prof. Shg Plan	R.D. #1, Box 90	Reading	PA	19607		None	24A	1,809	0.2546%
22	Rotenberg, Larry A., UGMA D.A. Rotenberg	1320 Van Steff Avenue	Wyomissing	PA	19610		None	25A	362	0.0509%
23	Linton & Gerber, Tees, fbo Gerber Ret. Plan	4 Bobolink Drive	Wyomissing	PA	19610		None	26A	1,086	0.1528%
24	Linton & Gerber, Tees, fbo Linton Ret. Plan	57 Winchester Court	Reading	PA	19606		None	27A	1,086	0.1528%
25	Hyman, David and Hyman-Brooks, Caroline	109 Forrest Avenue	Narberth	PA	19072		None	28A	2,071	0.2914%
26	STV Reading, Inc.	9 Covington Court	Hilton Head	SC	29928		None	29A	17,674	2.4871%
27	Payloff, George	1033 Oakpointe Place	Atlanta	GA	30338		None	30A	6,812	0.9586%
28	Bowers, Ben F.	420 Fruitlarm Road	Roversford	PA	19468		None	31A	6,335	0.8915%
29	Massev, Harvey I.	1051 Winderley Place	Maitland	FL	32751		None	32A	4,905	0.6902%
30	Busby, Alfred W.	505 Mt. Creek Trace	Atlanta	GA	30328		Director	33A	2,725	0.3835%
31	Hollingsworth, Fred	Route 2, Box 98	St. John	WA	99171		None	34A	2,725	0.3835%
32	Kasko-MacCallum, Carol Anne	23C Congressional Circle	Reading	PA	19607		None	35A	2,725	0.3835%
33	Muir, Ethlyn	3 Crab Road	Sequim	WA	98382		None	36A	2,725	0.3835%
34	Norris, Hugh	1728 Old Olympic Highway	Port Angeles	WA	98382		None	37A	2,725	0.3835%
35	Payloff, Paul	6470 8th Avenue North	St. Petersburg	FL	33710		None	38A	2,725	0.3835%
36	Brueckman, Harry	126 Walnut Street	Jenkintown	PA	19046		None	39A	1,362	0.1917%
37	Gallen, John H.	2950 Van Reed Road	Reading	PA	19609		None	40A	1,362	0.1917%
38	Kirkpatrick, Helen	5 Williamsburg	Hershey	PA	17033		None	41A	1,362	0.1917%
39	MacCallum, Barbara	1933 Gring Drive	Wyomissing	PA	19610		None	42A	1,362	0.1917%
40	Muir, Martin	3 Crab Road	Sequim	WA	98382		None	43A	1,362	0.1917%
41	Norris, Mark	1728 Old Olympic Highway	Port Angeles	WA	98382		None	44A	1,362	0.1917%
42	Palmer, Jr., Richard M.	9 Quail Ridge Drive	Wyomissing	PA	19610		None	45A	1,362	0.1917%

44	Pavloff-Bull, Stella	23004 Calvert Street	Woodland Hills	CA	91367	None	46A	1,362	0.1917%
45	Wohlbruck, Martin	40 Wingert Road	Wyomissing	PA	19610	None	48A	1,362	0.1917%
46	Gallen, Dolores	2950 Van Reed Road	Reading	PA	19609	None	49A	681	0.0958%
47	Rodriguez, Adolpho E	301 South 7th Avenue	West Reading	PA	19611	None	50A	1,362	0.1917%
48	Aurandt, Henry N., Trustee	9 Covington Court	Hilton Head	SC	29928	None	51A	4,477	0.6300%
49	Aurandt, Henry N. & Helen K., Pledgors	9 Covington Court	Hilton Head	SC	29928	None	52A	18,082	2.5446%
50	Massey, Harvey L., Pledgor, Meridian Bank	1051 Winderley Place	Maitland	FL	32751	None	53A	11,840	1.6662%
51	Pavloff, Paul, Pledgor, Meridian Bank	6470 8th Avenue North	St. Petersburg	FL	33710	None	54A	6,577	0.9255%
52	Pavloff-Bull, Stella, Pledgor, Meridian Bank	23004 Calvert Street	Woodland Hills	CA	91367	None	55A	3,289	0.4628%
53	Busby, Alfred W., Pledgor, Meridian Bank	505 Mt. Creek Trace	Atlanta	GA	30328	None	56A	6,577	0.9255%
54	SWOB, Inc.	1729 North 11th Street	Reading	PA	19604	None	57A	80,000	11.2579%
55	Partel, Inc.	22720 S.E. 410th Street	Enumclaw	WA	98022	None	58A	86,547	12.1792%
56	Boseov, Albert R.	R.D. #3, Box 3720	Reading	PA	19606	None	59A	3,172	0.4464%
57	Clymer, Robert H. and Fay H., TFI	582 Bayvillas Lane	Naples	FL	33963	Director	60A	5,814	0.8182%
58	Irwin Cohen	1505 Lorraine Road	Reading	PA	19609	None	61A	11,804	1.6611%
59	Linton, Jack A. and Nancy A., TFI	57 Winchester Court	Reading	PA	19606	None	62A	2,287	0.3218%
60	Linton & Giannascoli, P.C., 401(k) Plan	P.O.Box 461	Reading	PA	19603	None	63A	1,061	0.1493%
61	Rotenberg, David A.	1320 Van Steffy Avenue	Wyomissing	PA	19610	None	65A	3,161	0.4448%
62	Rotenberg, Jonathan Peter	1320 Van Steffy Avenue	Wyomissing	PA	19610	None	66A	3,162	0.4450%
63	Rotenberg, Leah Beth	1320 Van Steffy Avenue	Wyomissing	PA	19610	None	67A	3,162	0.4450%
64	Rotenberg, Larry A., UGMA D.A. Rotenberg	1320 Van Steffy Avenue	Wyomissing	PA	19610	None	68A	121	0.0170%
65	SWOB, Inc.	1729 North 11th Street	Reading	PA	19604	None	69A	78,254	11.0122%
66	Partel, Inc.	22720 S.E. 410th Street	Enumclaw	WA	98022	None	70A	2,679	0.3770%
67	Charles Schwab & Co., fbo Nelson H. Long, IRA	43 Dorchester Drive	Wyomissing	PA	19610	None	71A	15,000	2.1108%

**Total Shares** 710,615



ATTACHMENT K

Complaint filed in Court of Common Pleas,  
Berks County, Pennsylvania:  
Nelson Long, et al. v. Micheal L. Parker, et al.,  
No. 98-1038

NELSON LONG, JACK A. LINTON,	:	IN THE COURT OF COMMON PLEAS
and IRVIN COHEN, Individually and	:	OF BERKS COUNTY, PENNSYLVANIA
Derivatively on behalf of READING	:	CIVIL ACTION - <del>LAW</del> EQUITY
BROADCASTING, INC.,	:	
Plaintiffs	:	
	:	No. 98-
vs.	:	
	:	
MICHEAL L. PARKER, READING	:	
BROADCASTING, INC., HENRY N.	:	Assigned:
AURANDT, M.D., Individually and as	:	
Trustee of the HENRY N. AURANDT,	:	
M.D., P.C. Money Purchase Pension	:	
Plan, HELEN AURANDT, Individually	:	
and as Attorney-in-Fact for HELEN	:	
KIRKPATRICK and DAVID S. SOBOTKA,	:	
Defendants	:	

### COMPLAINT

NOW COME Plaintiffs, Nelson Long, Jack A. Linton, and Irvin Cohen, Individually and Derivatively on behalf of Reading Broadcasting, Inc., by their attorneys, Binder, McGavin & Myers, as follows:

1. Plaintiff, Nelson Long, is an adult individual residing at 43 Dorchester Drive, Wyomissing, Berks County, Pennsylvania 19610.
2. Plaintiff, Jack A. Linton, is an adult individual residing at 57 Winchester Court, Reading, Berks County, Pennsylvania 19606.
3. Plaintiff, Irvin Cohen, is an adult individual residing at 1505 Lorraine Road, Reading, Berks County, Pennsylvania 19604.
4. Defendant, Micheal L. Parker, is an individual residing at 22720 S.E. 410 Street, Enumclaw, Washington 98022, and is a shareholder and the President of Defendant, Reading Broadcasting, Inc.
5. Defendant, Reading Broadcasting, Inc., (hereinafter Corporation) is a Pennsylvania business corporation with its principal offices at 1729 N. 11th Street, Reading, Berks County, Pennsylvania.

6. Henry N. Aurandt, M.D. and Helen Aurandt, his wife, are adult individuals residing at 9 Covington Court, Hilton Head Island, South Carolina 29928, and are shareholders of the Corporation.

7. Henry N. Aurandt, M.D. is also the Trustee of the Henry N. Aurandt, M.D., P.C. Money Purchase Pension Plan which is a shareholder of the Corporation.

8. Helen Aurandt is also the attorney-in-fact for her mother, Helen Kirkpatrick, Hershey, Pennsylvania, who is a shareholder of the Corporation.

9. David S. Sobotka is an adult individual, and is an attorney admitted to practice within the Commonwealth of Pennsylvania with a principal office at 152 North 6th Street, Reading, Berks County, Pennsylvania.

10. At all times material, each of the Plaintiffs are shareholders of Reading Broadcasting, Inc., and bring this action in their own behalf and as shareholders of the Defendant Corporation derivatively on behalf of the Corporation and the shareholders thereof.

#### VENUE

11. Berks County is the proper venue for this action as all of the Defendants either reside in this County or do business herein and/or the occurrences upon which Plaintiffs' claims are based occurred or were effectuated herein.

### FACTS

12. It is averred that prior to the meeting of shareholders of Defendant, Reading Broadcasting, Inc., on November 13, 1997, there were 710,615 shares of common stock of the Corporation authorized, issued and outstanding.

13. The ByLaws of the Defendant Corporation state, in paragraph 4 thereof, that:

...A shareholder shall not sell his vote or execute a proxy to any person for any sum of money or anything of value.

14. On information and belief it is averred that prior to the meeting of November 13, 1997, Defendant Parker either gave, paid or loaned money or other consideration to Defendant Henry N. Aurandt, M.D. and/or Helen Aurandt in return for the irrevocable proxy or proxies of:

a) Henry N. Aurandt, M.D., and/or Helen Aurandt for shares of stock of the Corporation owned by them individually or jointly; and

b) Henry N. Aurandt, M.D. as Trustee for the shares of stock of the Defendant Corporation owned by the Henry N. Aurandt, M.D., P.C. Money Purchase Pension Plan; and

c) Helen Aurandt as Attorney-in-Fact for Helen Kirkpatrick.

15. The actions of Defendant Parker and Defendants Aurandt violated the By-Laws of the Corporation.

16. On November 13, 1997, Defendant Parker convened and

presided over a meeting of the shareholders of the Corporation.

17. On information and belief it is averred that at or prior to said meeting, Defendant Parker retained the services of Defendant Sobotka to serve as counsel for the Corporation and/or Defendant Parker.

18. On information and belief it is averred that upon his arrival at said meeting, Defendant Sobotka was also appointed by Defendant Parker to act as the Judge of Elections for said meeting.

19. On information and belief it is averred that Defendant Sobotka had no prior relationship with the Corporation nor any knowledge of its structure or business.

20. At said meeting the validity of said proxies was questioned by Kathleen Morrow, a shareholder of the Corporation.

21. At said meeting, Defendant Parker presented and voted the proxy or proxies obtained from Henry N. Aurandt, M.D. and/or Helen Aurandt, and/or Henry N. Aurandt, M.D., P.C., Money Purchase Pension Plan, despite the objection of said Kathleen Morrow.

22. Pursuant to 15 Pa. C.S.A. Section 1765(a)(3), the duties of a Judge of Election are, as follows:

....determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the authenticity and effect of proxies, receive votes or ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all shareholders. The judges of election

shall perform their duty impartially, in good faith, to the best of their ability and as expeditiously as is practical.  
(emphasis added)

23. Pursuant to 15 Pa. C.S.A. Section 1765(a)(4) a judge of election:

shall make a report in writing of any challenge or question or matter determined by them, and execute a certificate of fact of any fact found by them.

24. On information and belief Plaintiffs aver that Defendant Parker utilized the proxy(ies) of Defendant's Aurandt to, inter alia, adopt resolutions authorizing the Corporation to increase the capital of the Corporation by 589,385 shares contrary to the objections of Plaintiffs.

25. It is averred that the vote in favor of the resolution proposed by Defendant Parker was approximately 328,000 to approximately 322,000 and would not have been adopted without the proxy or proxies improperly obtained from Defendants Aurandt.

26. Plaintiff's believe and aver that the retention of Defendant Sobotka as counsel for the Corporation and as Judge of Elections constituted an inherent conflict of interest as said attorney's loyalty was to Defendant Parker and not to the Corporation or the shareholders thereof.

27. It is believed and averred that Defendant Sobotka, contrary to the above quoted requirement of 15 Pa. C.S.A. Section 1765 did not:

- a. hear and determine the challenge of Kathleen Morrow;
- b. properly investigate said challenge;
- c. perform his duties impartially and in good faith;
- d. furnish a written report regarding said challenge.

28. On information and belief Plaintiff's aver that Defendant Sobotka breached his fiduciary duties and obligations as Judge of Elections by rendering a ruling in favor of the challenged proxy(ies) which he knew was beneficial to and desired by Defendant Parker who had both hired him and appointed him.

29. The actions taken by Defendant Parker to increase the capital of the Corporation are and were intended to further dilute Plaintiffs interest in the Corporation as well as the interest of all other shareholders when a less diluting alternative was presented for review.

30. On information and belief Plaintiffs aver that Defendant Parker has indicated that he will directly or indirectly purchase the increased shares of the Corporation so as to give him effectual control of the Corporation through his ability to elect a majority of the Board of Directors of the Corporation.

31. The action taken by Defendant Parker and adopted through the use of the improperly obtained proxies of Defendants Auranndt rejected a more prudent and beneficial course of action proposed for the Corporation.

32. On information and belief, Plaintiffs aver that the actions of Defendants constitute a breach of the By-Laws of the Corporation as well as a breach of their fiduciary duties to Plaintiffs, the Corporation and all other shareholders of the Corporation and an abuse of their position and authority.

WHEREFORE, Plaintiff demand judgement in their favor and against Defendants, as follows:

- a. voiding all proxy/proxies granted to Defendant Parker by Defendants Aurandt; and
- b. enjoining Defendants from voting said proxy/proxies in any other meetings of the shareholders of the Corporation; and
- c. voiding all actions taken at the meeting of the shareholders of the Corporation on November 13, 1997; and
- d. awarding Plaintiffs costs and attorneys fees; and
- e. granting Plaintiffs such other and further relief as deemed appropriate.

BINDER, MCGAVIN & MYERS

By: 

Kenneth C. Myers, Esquire  
Attorney for Plaintiffs  
Attorney I.D. No. 21966  
527 Elm Street, P.O. Box 399  
Reading, PA 19603  
(610) 376-9742



ATTACHMENT L

Excerpt from "Debtor's First Amended Disclosure Statement"  
filed in In re Reading Broadcasting, Inc., No. 86-04474T,  
October, 1990

#### 4. Existing Signal Coverage

Channel 51's omnidirectional signal reaches approximately 420,000 television households (herein "TVHH") in its Grade B contour, as filed with the FCC. This translates to roughly 3,400 square miles in its Grade B coverage area. This includes all of Berks County and parts of the surrounding eleven-county region. Studies show that many of TV51's viewers reside in the Lehigh Valley Area. (See Table 1 in Exhibit A attached hereto.)

#### B. Financial Information

Attached hereto as Exhibit E is the 1989 federal tax return of the Debtor containing a profit and loss statement for the year ending December 31, 1989 and a statement of financial position as of December 31, 1989.

#### C. Management and Ownership of the Debtor

##### 1. Management Staff

The management staff of the Debtor consists of Mike Parker, Executive Vice-President, George Mattmiller, Station Manager, and Daniel Bendetti, Production Manager.

Previous involvement with startup television stations in various stages of operation have helped qualify Mr. Parker as an expert in the processes of analysis and implementation - an ability arrived at only after years of working with FCC attorneys, engineers, investment bankers, and syndicated programmers on a daily basis.

Mr. Parker became actively involved in broadcasting in 1979, when he secured the construction permit for Channel 20 in Tacoma, Washington. He has been qualified to testify as an expert witness regarding license application procedures in FCC hearings. In 1989, Mr. Parker organized and directed KWBB's tower move from San Bruno Mountain in San Francisco to Mt. Sutro (also in San Francisco) which significantly increased the station's value. Most recently, he was elected Executive Vice President of West Coast United Broadcasting Co. and is a member of its board of directors.

Mike Parker has an extensive background in the political arena, as well as the private sector of broadcasting. He was elected to the State of Washington House of Representatives in 1972 and served until 1977. In addition to his post as Mayor of the City of Tacoma, Mr. Parker has also served as Ex Officio Member of the China Relations Council for Washington State, was a Community and Economic Development Steering Committee Member of the National League of Cities, and a Member of the Local Public Officials' Advisory Committee of Sister Cities International.

From 1970 to 1978, Mr. Parker was a government relations specialist for Riker Laboratories. A member of the Masonic Lodge, he has also served as Secretary and Member of the Board of Directors for Save the Refugees, Inc. and Mercy Corp International.

Mr. Parker is a member of the National Association of Broadcasters (NAB) and the National Association of Television Program Executives (NATPE). He is listed in the 42nd Edition of "Who's Who in America".

George Mattmiller has been involved in many aspects of television broadcast operations for the better part of twelve years. Most recently, he was Station Manager of KWBB-TV38 in San Francisco, where he was responsible for program acquisition and oversaw Traffic and Operations.

Prior to that, Mr. Mattmiller was employed at KTBV-TV4 in Anchorage, Alaska, where he was Program Coordinator and served in the capacities of copywriter, producer, and director of commercial production, as well as supervising Operations and Promotions.

Mr. Mattmiller began his broadcasting career at KING-TV5 (Seattle) as a Technical Assistant on large-scale remote telecasts. At KING, he was commissioned to script "A Song for Louisa", a one-half hour docu-drama that received an Iris Award from the National Association of Television Program Executives.

Mr. Mattmiller has also been a broadcast consultant for numerous startup television stations in various parts of the country and he has also been involved in local time sales for independent television productions. Committed to program development in the constantly changing field of

syndication, he has proposals out for 26 episodes of "The Bobards of Pacific Flats" and numerous game show and call-in show formats, and has completed four feature-length screenplays.

Mr. Mattmiller received the degree of bachelor of arts from Columbia College-Chicago.

The Debtor's Production Manager, Daniel Bendetti, has been involved with corporate and commercial video productions of all scopes and sizes for a number of years.

A graduate of Penn State University with a B.S. in Telecommunications, Mr. Bendetti has served as cameraman, lighting director, and video tape operator at a variety of production facilities. His work has included coverage of live sporting events (as cameraman on New York Yankees baseball telecasts for Sports Channel), and as a cameraman for "Dance Party U.S.A.", a daily program for U.S.A. Network.

Mr. Bendetti received Pennsylvania Association of Broadcasters Awards for Best Television Commercial of 1987 and Best Public Service Announcement of 1989. He has also instructed an accredited television course at Albright College.

## 2. Officers, Directors and Shareholders

The officers of the Debtor are Dr. Henry N. Aurandt, President; Mr. Mike Parker, Executive Vice-President and Jack Linton, Esquire, Secretary. Dr. Aurandt has been engaged in the practice of medicine in Reading, Pennsylvania since 1972 and

CERTIFICATE OF SERVICE

I hereby certify that, on this 1st day of December, 1999, I caused copies of the foregoing "Consolidated Reply of Adams Communications Corporation" to be hand delivered (as indicated below), addressed to the following:

The Honorable Richard L. Sippel  
Chief Administrative Law Judge  
Federal Communications Commission  
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Washington, DC 20554  
(BY HAND)

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/s/ Harry F. Cole  
Harry F. Cole